

**BYLAWS OF THE
Institute of Clean Air Companies**

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**DRAFT PROPOSED
BYLAWS OF THE
Institute of Clean Air Companies**

ARTICLE I. NAME

The official name of the Corporation shall be the "Institute of Clean Air Companies". ("ICAC" or "Institute")

ARTICLE II. PURPOSES

To be the voice of the stationary source air pollution control and monitoring industry by providing technical information relevant to flexible clean air policies based on practical, achievable and measurable emissions limitations.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility and Classes of Membership

- a. *Regular Members.* Any person, firm, corporation, subsidiary or division of a corporation engaged, through sales, manufacturing or processing activities, in the design and/or supply of air pollution control systems, equipment, or processes, (including monitoring equipment or systems) shall be eligible to become a Regular Member of this Institute, provided it demonstrates a performance capacity and financial responsibility as deemed by the Board of Directors to be reasonable and appropriate, agrees to promote the purposes of the Institute as set forth in the Certificate of Incorporation and to abide by the Bylaws and other rules of the Institute.
- b. *Associate Members.* Any contractor, supplier of equipment components, reagents or repair services or consultants to the air pollution control industry shall be eligible for Associate membership. Associate Members shall not hold office or be entitled to vote except as may be specifically authorized herein. An applicant for Associate membership which is otherwise eligible for Regular membership must instead apply for Regular membership.
- c. *Emeritus Members.* Emeritus members will receive the weekly Executive Updates and member discounts at ICAC meetings. They may join and participate in ICAC divisions but will neither be eligible for membership on the Board nor be entitled to vote at any ICAC meetings.
- d. *Subscriber Category.* Any company that is not eligible for Regular Membership or Associate Membership but has an interest in the stationary source air pollution control and monitoring industry may become a Subscriber. A Subscriber will be entitled to receive the ICAC weekly Executive Updates and discounts at ICAC Annual Meeting and technical forums. Subscribers will not be eligible to participate in division meetings/committee meetings (nor works involved in those division/committee activities) and are not eligible to be nominated to the Board of Directors nor be entitled to vote at any ICAC meetings.
- e. *Member Classification.* The Board of Directors shall determine the initial membership classification of a candidate company and periodically review the status of Regular Members and Associate Members to ensure they are correctly classified as to membership.

- d. *Voting and Participation.* Each Regular Member is permitted one (1) vote, and Regular Members and, except as set forth herein, Associate Members are entitled to full participation in ICAC activities.

Section 2. Application for Membership

Application for membership in ICAC shall be made in writing and constitute an agreement to abide by these Bylaws and to make appropriate dues payments. The applicant shall submit such evidence of eligibility that the ICAC Membership Committee and Board may reasonably require. The Membership Committee shall make a recommendation to the Board, which shall review applications and grant admission to qualified applicants with their vote of approval. Upon approval of the Board and payment of membership dues for the current year, the applicant shall become a member of the Institute.

Section 3. Termination of Membership

- a. *Non-eligibility of membership.* The membership of any member shall terminate in the event that such member shall cease to meet the eligibility criteria for such member's membership class as set forth in Section 1a and 1b hereof, provided however, that if a member no longer meets the eligibility criteria for its current class but does meet eligibility criteria for the other class, it may continue, with Board approval, as a member in such other class. Termination hereunder will be effective as of the end of the running fiscal year of ICAC.
- b. *Resignation and Dues Obligations.*
 - (1) Subject to compliance with the provisions of Article VIII hereof, a member may resign from ICAC, after fulfilling all outstanding obligations to it, by filing written notice thereof for the attention of the Board of Directors at least ninety (90) days before the effective date of such withdrawal. Resignation does not relieve or invalidate any existing financial commitments made to ICAC projects made by the resigning member nor will refunds be made available if a member withdraws during the current fiscal year.
 - (2) Any Member so withdrawing shall, by the act of such withdrawal, cease to claim any further interests in the funds, assets, and activities of the Institute and shall not be entitled to any refunds of any kind. A member which is suspended or expelled, or which resigns or discontinues as a qualifying business, shall remain liable for the payment of all dues and financial obligations to the Institute in accordance with this Section.
 - (3) Any member that delivers a notice of resignation may withdraw from the Institute, for the following year provided that written notice is given to the Executive Director or his or her designee not less than thirty (30) days prior to the end of the fiscal year and upon paying all outstanding dues.
- c. *Expulsion and Reinstatement.* Any member may be expelled by ICAC for non-compliance with the member's obligations under these Bylaws or any duly adopted rule or practice of ICAC upon the vote of two-thirds of the Board only after an opportunity to be heard has been granted to

such member and after consulting with legal counsel. No member being considered for expulsion shall be entitled to vote thereon. Members expelled pursuant to this paragraph may be reinstated upon application pursuant to Article III, Section 2.

- d. *Non-payment of Dues.* Six months' delinquency in dues payment, after such situation is presented to the Board, will automatically initiate membership expulsion procedures under subsection c. Such action does not relieve any obligations for dues payment.

Section 4. Representation in ICAC

Each member of ICAC shall nominate one official representative and a specified alternate.

Section 5. Dues Payment and Calculation

- a. *Overview of Dues Assessment.* The dues structure for both Regular and Associate Members shall be established by the Board of Directors from time to time. In accordance with the dues structure so established, dues for both Regular and Associate Members are based on a self-assessment involving sales revenue and the honor system. Notwithstanding the foregoing, one flat dues rate shall be paid by Associate Members in the category of "consultants (3 employees or less) and academics".
- b. *Invoicing.* Invoices for all dues of the Institute will be mailed out on or before July 1st, the first day of each new fiscal year. Regular Members may elect to pay their dues annually, semi-annually or quarterly and upon request will be billed accordingly with the first payment being on or before July 1st, quarterly payments will be billed every three months following and biannual payments will be billed again on or before January 1st.
- c. *Calculation of Membership Dues.* On or before November 1st of each year the ICAC will send each Regular and Associate Member an ICAC membership dues form. The dues form along with the member company representative signature should be submitted to the ICAC within a reasonable period of time. The intent of the form is to provide each member company the opportunity to fill in such company's projected annual (12-month) APC sales revenue. This information will be the basis for each ICAC member's dues the following fiscal year.
- d. *Change of Ownership, Mergers and Acquisitions:* Each member company involved in a merger, acquisition, consolidation or other change of ownership transaction shall be responsible to pay its full dues commitment to ICAC for the year in which such transaction occurs. Thereafter the resulting consolidated entity shall pay dues based on consolidated sales revenues in accordance with Article IV, Section 5.c of these Bylaws.

ARTICLE IV. ORGANIZATION

Section 1. Leadership; Board of Directors

The activities of the Institute are coordinated by a Board of Directors made up of employees of members. The Board of Directors shall have supervision, control, and direction over the business,

affairs, finances and policies of the Institute, shall promote its objectives, and shall be responsible for its committees, divisions and publications.

Section 2. Composition of Board of Directors

The total number of Board of Directors shall be no more than seventeen (17) member companies. Of the seventeen, a minimum of fourteen (14) will be from Regular Member companies. Five (5) of the seventeen (17) will be officers of the organization (Article IV Section 4). Each Board member shall specify an alternate who can vote and act on his behalf in the event of inability to attend a meeting. If an alternate accompanies a Board member to a meeting, he or she may do so only in an observer capacity.

Section 3. Election and Organization of Board

The membership shall elect approximately half of the members of the Board of Directors, including one Associate Member, at each annual meeting. At least ninety days before the date of the annual meeting, any member company may send to the Nominating Committee in writing, signed by the member's representative or alternate, the name of an individual it proposes for nomination for election to the Board of Directors. No member shall propose more than one nominee for election to the Board of Directors nor shall more than one representative of a member be placed in nomination for the Board of Directors. The Nominating Committee shall prepare a report which shall be communicated to the members at least sixty days before the date of the annual meeting.

Directors shall serve for a term of two years and may be elected to subsequent terms. In the event that any Director shall be unable to serve his or her full term, his or her member company may designate an alternate from such company to serve the remainder of such term. In the absence of such designation, the Board vacancy shall be filled by majority vote of the Board of Directors from among that class of members, Regular or Associate, in which the vacancy occurs. All nominees for election to the Board of Directors, whether Regular or Associate, shall be full-time employees of member companies. This requirement may be waived by a two-thirds majority vote of the entire Board of Directors.

Section 4. Officers/Staff

- a. *Officers.* The Officers of the Institute shall be the President, Vice –President, Secretary and Treasurer. All such officers shall be members of the Board.
- b. *Term.* The President and Vice President shall be elected at the annual meeting by the membership and shall hold office for one year commencing on the first day of July following the election of office. Neither the President nor the Vice President once completed two terms of one year shall be eligible for election to the same office until one year after the completion of said term. The Secretary and Treasurer shall also be elected at the annual meeting by the membership for a two year term and can be reelected after each two year term without restrictions. Any officer may be removed for cause by the affirmative vote of not less than two-thirds of the Directors, provided that notice of such intended action is included in writing at least ten days' prior to the vote of the Directors.

- c. *Powers and Duties of Officers.* The duties and powers of the Officers of the Corporation shall be as provided in and pursuant to these Bylaws or as shall be those customarily exercised by corporate officers holding such offices unless inconsistent with these Bylaws.
- d. *Delegation.* The President, Vice-President, Executive Director, and such others as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations, and all other forms of agreements or instruments permitted by law, the Articles of Incorporation, and these Bylaws.
- e. *President.* The President shall preside at all meetings of the full membership and of the Board of Directors of the Institute and, subject to the direction of the Board of Directors, shall represent the Institute.
- f. *Vice-President.* The Vice-President shall perform the duties of the President during any period of absence or temporary incapacity. He shall perform such duties as may be assigned to him by the President or the Board of Directors.
- g. *The Secretary.* The Secretary, with the assistance of the Executive Director, shall assure that an accurate record is kept by ICAC staff of the proceedings of all meetings of the Board of Directors, and shall be responsible for such other actions of the Corporation as the Board of Directors or President shall direct. The Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law.
- h. *The Treasurer.* The Treasurer shall provide oversight for ICAC's funds, financial books and records. The Treasurer shall establish proper accounting procedures for the handling of ICAC's funds and shall be responsible for keeping those funds in such banks, trust companies, and/or investments as may be approved by the Board of Directors. The Treasurer shall report on the financial condition of ICAC at regular meetings of the Board of Directors, and at such other times as may be requested by the Board of Directors. The Treasurer may delegate administrative functions to the Executive Director.
- i. *Executive Director.* Subject to the authority of the Board of Directors and the President, the Executive Director shall be the Chief Administrative Officer of the Institute and shall have general charge of its headquarters, its operating staff and all activities of the Institute. He or she shall be a person, who is qualified to serve as a trade association manager and shall be a member without voting power of all committees and divisions and shall attend meetings of the membership and the Board but shall not vote. He or she shall have custody of all corporate and other records, statistics, and documents of the Institute. The Executive Director shall maintain the confidentiality and integrity of member dues remittances which correlate to annual sales figures with the industry. The Executive Director shall work in close cooperation with the Board and other Divisions/Committees and shall be responsible for recording, maintaining and promptly distributing minutes of meetings. The Executive Director need not be an employee of ICAC, and may be the employee of a management company or other entity with whom ICAC has entered into an agreement to obtain such services.

Section 5. Annual Meeting and Other Membership Meetings

- a. An annual meeting of the membership shall be held at such time and place as may be fixed by the Board. Upon written request by at least 25% of the membership or a majority of the Board, the President shall call a special meeting of the membership.
- b. *Meeting Notices.* Notices stating the time, place and purpose of each meeting shall be sent to each participating ICAC member company via mail, facsimile, electronic mail or similar means, at least five (5) days and not more than ninety (90) days before the time of the particular meeting.
- c. *Quorum.* The presence of a majority of the members shall be necessary to constitute a quorum, but a lesser number may adjourn a meeting from time to time, without further notice until a quorum is obtained.
- d. *Meeting Arrangements.* Meetings may be held in person, via conference call, via webinar, or via similar electronic means or combination of physical and electronic means.
- e. *Mail Ballot.* If in the President's opinion it would be inexpedient to hold a meeting of either the members or the Board of Directors, any matter which could properly be voted upon at any such meeting may instead be submitted to, and voted upon by, those entitled to vote thereon, by mail ballot (which shall include regular or electronic mail, facsimile transmission or similar means). For matters submitted to the membership, the matter shall be decided by a majority of the votes received on such matter or by such different majority as may be required for such action by these Bylaws, within two weeks after the mailing date of such mail ballot. A ballot not received within two weeks from the date of the mailing shall be considered an affirmative vote and shall be duly recorded. For matters submitted to the Board of Directors, the matter shall be decided by a majority of the votes received on such matter or by such different majority as may be required for such action by these Bylaws, within two weeks after the mailing date of such mail ballot, provided that at least two-thirds of the Board of Directors have so voted. Any vote so taken shall have the same force and effect as if such a vote were cast at a meeting duly called and held.

Section 6. Officer Vacancies

If any vacancy occurs among the officers for any reason whatever, such vacancy shall be filled by the Board of Directors for the unexpired term.

Section 7. Authority and Responsibility

The Board, in addition to its general authority and responsibility under Article IV, Section 1 hereof, may adopt and modify such policies for the Institute and such rules and regulations for the conduct of the Board's business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Director and/or the Executive Committee.

Section 8. Contracts

The Board may authorize any officer or officers, agent or agents of the Institute to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances.

Section 9. Investments

The Board may authorize any officer or officers, agent or agents of the Institute to convey, sell, give or otherwise dispose of property held by the Institute and to invest, reinvest, administer, and deal with the same in such a manner as would best promote the interests of the Institute. Such authority may be general or confined to specific instances.

Section 10. Signatures

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by such officer or officers, agent or agents of the Institute and in such a manner as shall from time to time be determined by resolution of the Board.

Section 11. Banks and Accounts

All funds of the Institute shall be deposited to the credit of the Institute in such banks, trust companies or other depositories as the Board may select.

Section 12. Compensation

Directors shall not receive any compensation for their services.

ARTICLE V. DIVISIONS AND COMMITTEES

Section 1. Standing Committees and Divisions

The Board shall have authority for the establishment and organization of such committees and divisions as it deems necessary or appropriate to meet ICAC's objectives and for the appointment of Committee and Division Chairs after recommendations from the Committee/Division membership. The following standing committees are established but these may be supplemented or dissolved at the discretion of the Board of Directors:

- Annual Meeting Committee
- Executive Committee
- **Finance Committee**
- Membership Committee
- Nominating Committee
- Public Affairs Outreach Committee

The following divisions are established but these may be supplemented or dissolved at the discretion of the Board of Directors:

- Emissions Measurement Division
- Greenhouse Gas Division (GHG) Division
- Industrial Division
- Mercury Control Division
- NOx Control Division
- Power / Integrated Control Division

The committees and divisions shall report on a regular basis to the Board. Only committee and division members, assigned staff, legal counsel, and guests invited by the committee Chair or Executive Director may attend a meeting of a committee or division.

Section 2. Membership

The membership of any standing committee shall be as established by the Board of Directors from time to time. The membership of any other committee or division shall not be limited, and more than one representative from any member company may participate in any committee or division, provided that only one vote per member company shall be permitted. Any member company of the Institute may assign representatives to any of the divisions without appointment.

Section 3. Committee and Division Functions

The purposes of the Standing Committees and Divisions are:

- a. *Annual Meeting Committee.* The Annual Meeting Committee functions are to assist the ICAC staff in all aspects of the meeting. This includes but not limited to, recommending meeting dates, locations, registration fee structure, speakers, meal functions, sponsorships and promotions.
- b. *Membership Committee.* The Membership Committee is responsible for recruiting and retaining members.
- c. *Public Affairs Outreach Committee.* The Public Affairs Outreach Committee purpose is to promote a greater understanding of air pollution and the air pollution control industry to Federal, State, International and local agencies. This will be accomplished by interacting with legislative and regulatory bodies to provide them with the best data available. The communications purposes are to continue to broaden the understanding of the air pollution control industry.
- d. *Executive Committee.* The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary and Immediate-Past President. It shall meet as deemed necessary by the President to ensure progress on all committee, division and other organization activities and shall have power to act on behalf of the Board when the Board is not in session, except as otherwise set forth herein. It shall be chaired by the President. The Vice-President shall perform the duties of the President during any periods of absence or temporary incapacity.

- e. *Finance Committee* - The treasurer is the chair of the Finance Committee, which includes all members of the Executive Committee and Membership Committee Chairman. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff. The board must approve the budget and all expenditures must be within budget. The fiscal year shall begin July 1st of each year.
- f. *Nominating Committee*. The Executive Committee shall also serve as the Nominating Committee and, acting in such capacity, is responsible for proposing nominees for election by member companies to the Board of Directors at each Annual Meeting.
- g. *Industrial Division* – The Industrial Division follows regulatory developments, and helps develop ICAC comments to proposed regulations, as needed. The division also addresses technical considerations as needed, including publishing whitepapers.
- h. *Power / Integrated Control Division*- The Power Division follows regulatory developments, and helps develop ICAC comments to proposed regulations, as needed. The division also addresses technical considerations as needed, including publishing whitepapers.
- i. *NOx Control Division*-The NOx Control Division follows regulatory developments, and helps develop ICAC comments to proposed regulations, as needed. The division also addresses technical considerations as needed, including publishing whitepapers.
- j. *Greenhouse Gas Division (GHG) Division* - The GHG Division follows regulatory developments, and helps develop ICAC comments to proposed regulations, as needed. The division also addresses technical considerations as needed, including publishing whitepapers.
- k. *Emissions Measurement Division* - The Emissions Measurement Division follows regulatory developments, and helps develop ICAC comments to proposed regulations, as needed. The division also addresses technical considerations as needed, including publishing whitepapers.
- l. *Mercury Control Division*- The Mercury Control Division follows regulatory developments, and helps develop ICAC comments to proposed regulations, as needed. The division also addresses technical considerations as needed, including publishing whitepapers.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Frequency

- a. The Board will determine the appropriate frequency of its meetings.
- b. Meetings are called and conducted by the President. Minutes of all meetings shall be kept by the responsible staff person and shall be distributed promptly, as determined by the Board.

Section 2. Notice of Meetings; Attendance

- a. Notice shall be provided fifteen (15) days in advance of any regular meetings. An agenda of the business to be transacted at the meeting shall be provided no later than five (5) days before the meeting. Special meetings may be called by the President or by any five (5) members of the Board upon seven (7) days' notice.
- b. Only Board members or their alternates, the Executive Director, legal counsel and guests invited by the President may attend Board meetings. Any Board member may attend by any telephonic or electronic means provided that all members attending, whether in person or by telephonic or electronic means can hear each other.

Section 3. Voting

- a. *Entitlement.* At any regular or special meeting of the Board, each member or his designated representative is entitled to one (1) vote.
- b. *Quorum.* The presence at any meeting of the Board of two-thirds (2/3) of Board members shall constitute a quorum for the transaction of business and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.
- c. *Voting Procedure.* Each Director is entitled to one vote on each matter that properly comes before the Board. Except as otherwise specifically provided in these Bylaws, all business decisions (including election of officers) shall be decided by a majority of those present in person or by proxy at any meeting at which a quorum is present; provided, however, the vote of two-thirds of all Directors shall be required for adoption of the budget, dues levels, any special assessments, recommendations regarding dissolution of the Institute, or admission, suspension or reinstatement of members. The Board may, without a meeting, take action by mail ballot in accordance with the procedures set forth in Article IV, Section 5.e of these Bylaws.

ARTICLE VII. COMMUNICATIONS

The normal spokespersons for ICAC will be the President, such Officers as may be designated by the President, or the Executive Director.

Section 1. Written

Written communications of any Member with government officials or third parties regarding Institute policies or activities must be approved by the President or Executive Director prior to transmittal, and should be made through, and recorded by, the Executive Director.

Section 2. Testimony

Testimony on behalf of ICAC before any judicial or government body may be given only by the President or the Executive Director, or a person designated and approved by him/her.

ARTICLE VIII. FINANCIAL MATTERS

Section 1. Responsibility

- a. Financial matters of the Institute, will be overseen by the Treasurer, subject to Board oversight and direction. The Executive Director, working in consultation with the Treasurer, shall prepare an annual budget for submission to the Board. The Board shall approve said budget with such modifications thereto as the Board deems appropriate, and upon such approval, the Board shall determine the dues structure for Regular and Associate Members. Such budget, as approved, and dues structure shall be presented to members at the annual meeting.
- b. Oversight shall rest with the Treasurer. All expenditures will require authorization of the Executive Director. This approval will be limited to budgeted expenses. Invoices from legal counsel for matters billed on an hourly basis and from consultants will provide such reasonable detail as may be requested by the Treasurer.
- c. The accounts of the Corporation shall be audited annually by a Certified Public Accountant who shall be retained by, and provide a written report to, the Board.

ARTICLE IX. AMENDMENT OF THE BYLAWS

These Bylaws may be amended by a vote of two-thirds (2/3) of the members who shall be present or represented by proxy at any meeting of the voting members for which a fifteen (15) day notice has been given regarding the substance of the proposed amendment.

ARTICLE X. ANTITRUST COMPLIANCE

The objectives and activities of ICAC shall at all times comply with all applicable laws. This compliance shall include strict adherence to the requirements of all antitrust laws including the Sherman Act, the Clayton Act and the Federal Trade Commission Act and the same may be amended from time to time.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution Procedure

Upon recommendation by the Board, ICAC may be dissolved and its Certificate of Incorporation surrendered if approved by 75% of ICAC Members.

Section 2. Disposition of Funds

ICAC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to ICAC members. On the dissolution of ICAC, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.